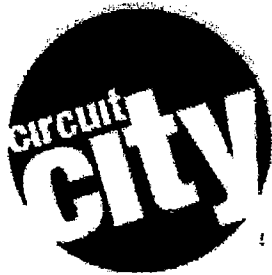


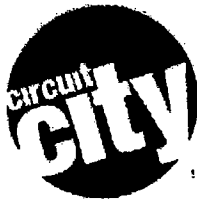
Exhibit G



Turnaround Incentive Program

September 30, 2008

Circuit City Confidential



Overview

Leadership is refining and realigning our business, financial and compensation plans.

- **Business Plan:** We are refining our turnaround plan.
- **Financial Plan:** We have partnered with the Board to revise the way we measure second half performance and will use the revised financial plan for our short term incentive plans.
- **Compensation Programs:** We have reviewed and modified many of our programs to ensure they encourage performance and align with our business and financial plans.



Overview

~~Recent changes to our compensation programs complement the changes we are now making.~~

- **April:** We delivered merit increases to Directors and below.
- **March – September:** We finalized the Field Compensation Structure and approximately 2,800 associates received base salary increases.
- **Summer:** We provided increases to approximately 800 associates at Director level and below, at SSC and in the Field, to address competitiveness while taking into consideration performance.
- **Summer:** We removed manager level positions from long-term incentive awards. After taking into consideration market data and performance, the change for many was offset with base salary increases.
- **Summer:** We introduced the HE Incentive plan to all of our stores. Thousands of associates now participate in an incentive plan with significant upside. For the best performers, it provides the ability to double their pay.
- **September:** We modified the Call Center incentive plans creating significant upside for top revenue and attachment producers.



Overview

Additional Changes to our compensation programs as of September 29, 2008.

- **Short Term Incentive Plans**
 - **New Criteria/Financial Targets:** We modified performance criteria and targets for most Management, Retail, The City and Services incentive plans.
 - The changes to the Retail and The City incentive plans have already been communicated so the focus of this document will be on the SSC plan changes and how they have been aligned to support the Stores through the Holiday Season.
- **Long Term Incentive (LTI) Plan**
 - **Earlier Delivery:** We will deliver earlier to help align the team with the turnaround plan.
 - **VP, RVP, District Manager and Director level:** Include in a Long-Term Performance-Based Cash Plan vesting over a 21-month period.



Short Term Incentive Plan – EVP/SVP Plan

Prior plan:

	Performance Criteria
EVP/SVP Plan	100% EBT as a % of Revenue

Revised plan:

	Performance Criteria
EVP/SVP Plan	50% EBITDA 50% Minimum Availability

Minimum Availability:

- Considered earned and payable as of February 28, 2009 if the Company has Minimum Availability under its then current credit facilities.
- This basically assesses whether we are successfully executing the turnaround plan.
- 100% payout for achieving the Minimum Availability terms. 0% payout for failing to successfully execute.



Short Term Incentive Plan – VP and Below Plan

Prior plan:

	Performance Criteria
VP and Below Plan	50% EBT as a % of Revenue 50% Individual Performance

Revise plan:

	Performance Criteria
VP and Below Plan	50% 2-3 Team Measures Divided Equally 50% Individual Performance

50% of payout based on 2-3 team specific measures

- Measures vary by team and will have a significant impact on delivering EBITDA results and supporting the Stores through the Holiday Season.
- Payout will be based on partial year performance. Achieving the revised business plan target, associated with each of the measures, will translate to a 75% payout.

50% based on individual performance

- We have maintained the same payout levels based on performance rating: 0% for a 1 or 2 rating, 100% for a 3 rating, 110% for a 4 rating and 120% for a 5 rating.
- You will have a chance in October to calibrate your objectives with the revised business plan.
- Recalibration must be in the PE system by October 31, 2008. Otherwise your payout may be calculated using your original objectives.



VP and Below Plan: Measures by Team

Your cost center/department as defined in Peoplesoft (which is aligned with the financial planning and analysis systems) will determine which group you participate in below. There are a few departments where the mix of associates may fall into multiple groups. In these cases all associates in the department will be paid as one group based on how the Senior Executive assigned the group...if there is a discrepancy the department will default to participating in the Support Function plan.

Retail, The City, Multi-Channel and Services Teams

Company Gross Margin \$

Company Expense Reduction

Merchandising Team

Company Gross Margin \$

Payable Days

In Stock

Supply Chain and Inventory Team

Company Gross Margin \$

Company Reduction in At Risk and Distressed Inventory

In Stock

Support Functions

Includes HR/IT/Legal/Marketing/Finance/Procurement/Internal Communications/Real Estate/Construction/Business Transformation/Asset Protection/Distribution

EBITDA

Company Expense Reduction

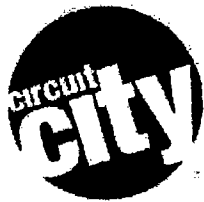


EBITDA Incentive Grid

Domestic results for October through February.

% Payout	EBITDA
25%	Below Business Plan
50%	Below Business Plan
75%	Revised Business Plan
100%	Above Business Plan
125%	Above Business Plan

- All material unbudgeted events will be included or excluded at the discretion and approval of the Compensation Committee. This includes material one-time or non-recurring events (e.g. sale of Intertan) or material charges (e.g. restructure charge). A change or benefit is deemed to be a material nonrecurring event if it is classified as a discontinued operation or characterized as such in filings with the SEC or if the event would significantly alter the incentive payout calculation. Store openings/closings will be budgeted in accordance with the Real Estate Plan. Variances created by more/less openings/closings than planned may be adjusted so that they will not affect the payout.

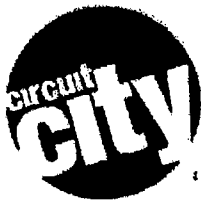


Company Gross Margin \$

* Targets are in the process of being reviewed with the Committee to ensure calibration with the final revised business plan. We will provide detailed incentive grids as early as next week when we communicate plan documents.

% Payout	Company Gross Margin \$
25%	Below Business Plan
50%	Below Business Plan
75%	Revised Business Plan
100%	Above Business Plan
125%	Above Business Plan

Domestic Segment Gross Margin \$ from Continuing Operations for the 5 month period from October - February FY09 excluding one-time or impairment charges, as reported by financial reporting.



Company Expense Reduction

* Targets are in the process of being reviewed with the Committee to ensure calibration with the final revised business plan. We will provide detailed incentive grids as early as next week when we communicate plan documents.

% Payout	Company Expense Reduction
25%	Below Business Plan
50%	Below Business Plan
75%	Revised Business Plan
100%	Above Business Plan
125%	Above Business Plan

Domestic Segment SG&A Expense \$ from Continuing Operations for the 5 month period from October - February FY09 excluding one-time or impairment charges, as reported by financial reporting.



In Stock

* Targets are in the process of being reviewed with the Committee to ensure calibration with the final revised business plan. We will provide detailed incentive grids as early as next week when we communicate plan documents.

% Payout	In Stock
25%	Below Business Plan
50%	Below Business Plan
75%	Revised Business Plan
100%	Above Business Plan
125%	Above Business Plan

- Average In Stock Goals for October – February: 93.2%
- All calculations based on Base In Stock
- Base In Stock is defined as :
 - Actual Display Units \geq POG Display Units and
 - Total CB On-Hand Units \geq 1 Sellable Closed Box Unit



At Risk/Distressed Inventory

* Targets are in the process of being reviewed with the Committee to ensure calibration with the final revised business plan. We will provide detailed incentive grids as early as next week when we communicate plan documents.

% Payout	At Risk/Distressed Inventory
25%	Below Business Plan
50%	Below Business Plan
75%	Revised Business Plan
100%	Above Business Plan
125%	Above Business Plan

- At Risk/Distressed Inventory defined as On Planogram Not Replenished or Not on Planogram Not Replenished.
- Average Attainment Goal \$\$\$ are based on five months of Planned At Risk/Distressed inventory levels divided by the attainment Range % in the following grid.
- Actual Data extracted from EDW inventory tables



Payable Days

* Targets are in the process of being reviewed with the Committee to ensure calibration with the final revised business plan. We will provide detailed incentive grids as early as next week when we communicate plan documents.

% Payout	Payable Days
25%	Below Business Plan
50%	Below Business Plan
75%	Revised Business Plan
100%	Above Business Plan
125%	Above Business Plan

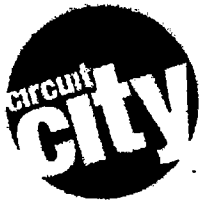
Domestic Merchandise Days Payables excluding one-time or impairment charges as calculated below:

$$\left(\frac{\text{Average of BOP \& EOP MP}}{\text{Domestic COGS for period}} \times \# \text{ of Days} \right)$$



Short Term Incentive Plan – Retail/The City/Services

-
- Changes to the Retail, The City and the Services Incentive Plans have already been made and were communicated last week. Changes are effective October 1, 2008.
 - The RVP plan was modified to replace EBT as a % of Revenue with Gross Margin \$. Gross Margin \$ will be based on Region performance.
 - The threshold performance levels have been reduced so that payouts begin at 80% attainment instead of 90% for Sales Revenue, Gross Margin and Net Operating Profit measures.
 - All payouts are being calculated based on targets from the revised business plan, which creates more attainable and aspirational goals.



Long Term Incentive Plan – LT Cash Plan VPs, RVPS, District Managers and Directors

- A long-term cash plan, with performance vesting and the potential to earn up to 200% of the target amount based on achievements above targeted performance. The grant vests between now and 7/1/2010.
- A September 29, 2008 grant similar to past grant practices. This plan does not require shareholder approval.

	CCS Count	InterTAN Count	Target LT Value
VP and RVP (Levels L13 and L14)	52	3	\$135,000
SSC Director (Levels L10-L12) and Field Positions (Levels S14-S15)	263	13	\$40,000

- Vesting and performance measures
 - 1/3 vesting on July 1, 2009 – earned as far as vesting as of February 28, 2009 if the Company has Minimum Availability under its then current credit facilities (as such existing or new credit facilities have been amended, modified, superseded and supplements as of February 28, 2009). In other words, the first third of the award will be paid for successfully executing the turnaround plan.
 - 1/3 vesting on January 1, 2010 – total shareholder return based upon the increase in stock price from the grant date.
 - 1/3 vesting on July 1, 2010 – total shareholder return based upon the increase in stock price from the grant date.
- Future new hires and promotions will receive prorated grants.
- The next annual award for this group is targeted for May 1, 2010.



Long-Term Cash Plan – Director Example

Performance Period	10/1/2008 – 7/1/2009	10/1/2008 – 1/1/2010	10/1/2008 – 7/1/2010	Total
Target Payout \$ ⁽¹⁾	\$13,333	\$13,333	\$13,333	\$40,000
Max Payout \$	\$13,333	\$33,333	\$33,333	\$80,000
Performance Measure	Milestones: • Minimum Availability	Total Shareholder Return (TSR) ⁽²⁾	Total Shareholder Return (TSR) ⁽²⁾	
Payout Matrix ⁽³⁾	Successful completion = 100% payout	\$3 (100% TSR) – 75% payout \$4 (167% TSR) – 100% payout \$5 (233% TSR) – 125% payout \$6 (300% TSR) – 175% payout \$7 (367% TSR) – 200% payout \$8 (433% TSR) – 225% payout \$9 (500% TSR) – 250% payout	\$4 (167% TSR) – 75% payout \$5 (233% TSR) – 100% payout \$6 (300% TSR) – 125% payout \$7 (367% TSR) – 175% payout \$8 (433% TSR) – 200% payout \$9 (500% TSR) – 225% payout \$10 (567% TSR) – 250% payout	

(1) Payout amounts not earned can be made-up during future vesting periods. Make-up amounts cannot exceed targeted amounts for the period missed (i.e. no upside can be applied to unearned amounts).

(2) TSR calculation is based off the percentage increase in share price from the date of award (10/1/08) to the date of vest. For purposes of the payout matrix, it is assumed that the share price on the grant date is \$1.50.

(3) The payout levels in the final vesting period may need to be assessed for modification depending on the share price at the 2nd vest on 1/1/2010.



Long-Term Cash Plan – VP Example

Performance Period	10/1/2008 – 7/1/2009	10/1/2008 – 1/1/2010	10/1/2008 – 7/1/2010	Total
Target Payout \$ ⁽¹⁾	\$45,000	\$45,000	\$45,000	\$135,000
Max Payout \$	\$45,000	\$112,500	\$112,500	\$270,000
Performance Measure	Milestones: • Minimum Availability	Total Shareholder Return (TSR) ⁽²⁾	Total Shareholder Return (TSR) ⁽²⁾	
Payout Matrix ⁽³⁾	Successful completion = 100% payout	\$3 (100% TSR) – 75% payout \$4 (167% TSR) – 100% payout \$5 (233% TSR) – 125% payout \$6 (300% TSR) – 175% payout \$7 (367% TSR) – 200% payout \$8 (433% TSR) – 225% payout \$9 (500% TSR) – 250% payout	\$4 (167% TSR) – 75% payout \$5 (233% TSR) – 100% payout \$6 (300% TSR) – 125% payout \$7 (367% TSR) – 175% payout \$8 (433% TSR) – 200% payout \$9 (500% TSR) – 225% payout \$10 (567% TSR) – 250% payout	

(1) Payout amounts not earned can be made-up during future vesting periods. Make-up amounts cannot exceed targeted amounts for the period missed (i.e. no upside can be applied to unearned amounts).

(2) TSR calculation is based off the percentage increase in share price from the date of award (10/1/08) to the date of vest. For purposes of the payout matrix, it is assumed that the share price on the grant date is \$1.50.

(3) The payout levels in the final vesting period may need to be assessed for modification depending on the share price at the 2nd vest on 1/1/2010.

Retention

